

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.)	Case No. 01-01139 (JKF)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket Nos. 15669 & 15670 & 15825

PROTECTIVE ORDER

1. This Protective Order (the "Order") establishes limits on the use in this litigation of electronic datasets maintained by Claims Resolution Management Corporation ("CRMC") relating to claims filed against the Manville Personal Injury Settlement Trust ("Manville Trust"). While the Manville Trust is required by Section I of its 2002 Trust Distribution Process to comply with discovery requests in litigation between Manville Trust Beneficiaries (which includes both asbestos personal injury plaintiffs and defendants), the comprehensive, electronic datasets that its subsidiary, CRMC, maintains are of significant proprietary value to CRMC and the Manville Trust. CRMC licenses use of these electronic datasets in return for substantial licensing fees and royalties. The proceeds of these fees and royalties are used to defray the costs of processing asbestos claims, so that more of the Manville Trust's limited assets can be directed to the benefit of the Trust's Beneficiaries. The datasets have licensing value because they contain the most comprehensive set of information collected regarding asbestos personal injury claims, and because the detailed information in the datasets is not otherwise readily available. Pursuant to Fed. R. Civ. P. 45(c)(3)(B)(i), this Court may order specified conditions regarding production of such confidential proprietary information.

2. This Order shall apply to any electronic datasets that CRMC produces pursuant to subpoena in the above-captioned action, *In re W.R. Grace & Co.*, 01-01139 (JKF) (the

"Bankruptcy") that CRMC indicates upon production is being produced subject to this Order (the "Protected Datasets"). This shall not prejudice the right of any party to this action to challenge whether this Order should apply to the dataset being produced, and to seek and Order from this Court that it does not.

3. It is the responsibility of the party issuing a subpoena commanding production of the Protected Datasets in the Bankruptcy to provide prior notice served on each party to this Order pursuant to Fed. R. Civ. P. 45(b)(1).

4. The Protected Datasets shall be maintained by the parties in a confidential manner, and shall be made available only to parties to the Bankruptcy and to their counsel, witnesses, experts or consultants (the "Authorized Individuals"), and only to the extent that those parties and the Authorized Individuals have a need to use or inspect the Protected Datasets for purposes directly related to the Bankruptcy. The parties and the Authorized Individuals are prohibited from using the Protected Datasets for any purpose not directly related to the Bankruptcy.

5. The attorneys of record are responsible for employing reasonable measures to control duplication of, access to, and distribution of the Protected Datasets consistent with this Order.

6. In testimony and filings with the Court, the parties and Authorized Individuals may divulge information derived from the Protected Datasets regarding individually-identifiable Manville Trust claimants only to the extent that any information divulged that individually identifies any claimant is directly relevant to the Bankruptcy.

7. The termination of the Bankruptcy shall not terminate this Order, nor shall it relieve any person who received or was given access to the Protected Datasets pursuant to this

Order from the continuing obligation of maintaining the Protected Datasets in a confidential manner.

8. At the conclusion of the Bankruptcy, the parties must return all copies of the Protected Datasets to CRMC, or at the option of the CRMC, destroy them.

SO ORDERED AND ADJUDGED this the 26th day of July, 2007.

Judith K. Fitzgerald

Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

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